

COOLEY LLP

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Counsel to the Plan Administrator

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
RETAIL GROUP, INC., <i>et al.</i> , ¹)	
)	Case No. 20-33113 (KRH)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

**NOTICE OF FILING OF REVISED PROPOSED ORDER SUSTAINING THE PLAN
ADMINISTRATOR'S THIRTIETH OMNIBUS OBJECTION TO CLAIMS**

PLEASE TAKE NOTICE that on July 27, 2021, Jackson Square Advisors LLC, in its capacity as the plan administrator (the "Plan Administrator") of the above-captioned debtors and debtors in possession (collectively, the "Debtors," and after the effective date of the chapter 11 plan confirmed in these cases, the "Reorganized Debtors") filed *The Plan Administrator's Thirtieth Omnibus Objection to Claims (No Liability Claims and Substantive Duplicate Claims)* (the "Objection") [Docket No. 2332], which includes a proposed form of order (the "Proposed Order").

PLEASE TAKE FURTHER NOTICE that the Plan Administrator is hereby filing a revised proposed *Order Sustaining The Plan Administrator's Thirtieth Omnibus Objection to Claims* (the "Revised Proposed Order"), which is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit B** is a redline of the Revised Proposed Order as compared to the Proposed Order.

PLEASE TAKE FURTHER NOTICE that copies of the Objection, the Revised Proposed Order, and all other documents filed in these chapter 11 cases are available free of charge by: (a) visiting the Reorganized Debtors' restructuring website at <https://cases.primeclerk.com/ascena> and/or (b) by calling (877) 930-4319 (toll free) or, for international callers, or (347) 817-4076 (international). You may also obtain copies of any

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Reorganized Debtor Mahwah Bergen Retail Group, Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: September 3, 2021

/s/ Olya Antle

COOLEY LLP

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EXHIBIT A

Revised Proposed Order

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In re:)	
)	Chapter 11
RETAIL GROUP, INC., <i>et al.</i> , ¹)	
)	Case No. 20-33113 (KRH)
Reorganized Debtors.)	
)	(Jointly Administered)
)	

**ORDER SUSTAINING THE PLAN ADMINISTRATOR'S THIRTIETH
OMNIBUS OBJECTION TO CLAIMS**

Upon the objection (the "Objection")² of Jackson Square Advisors LLC, in its capacity as the Plan Administrator of the above-captioned reorganized debtors (collectively, the "Debtors"), for entry of an order (this "Order"), modifying, disallowing and expunging the Proofs of Claim set forth on **Schedules 1–3** attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Debtor Mahwah Bergen Retail Group, Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection [Docket No. 2332].

of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Plan Administrator's notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The No Liability Claims set forth on the attached **Schedule 1** are hereby disallowed and expunged in their entirety.
3. The Substantive Duplicate Claims identified in the column titled "Claims to be Disallowed" on the attached **Schedule 2** are hereby disallowed and expunged in their entirety; *provided* that this Order will not affect the Proofs of Claim identified on **Schedule 2** attached hereto in the column titled "Remaining Claims."
4. The Incorrect Priority Claim set forth on the attached **Schedule 3** is hereby modified as to the priority status as identified in the column titled "Modified Claims" in **Schedule 3** to this Order. All parties' rights are reserved with respect to the Modified Claims, including the GUC Trust's right to object to the unsecured amounts identified on **Schedule 3**.
5. The Plan Administrator's objection to the Disputed Claims addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending

appeal by any claimant subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

6. Nothing in this Order shall affect the Plan Administrator's right to object to any of the Remaining Claims or any other Proofs of Claim at a future date.

7. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Plan Administrator's or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Plan Administrator's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Plan Administrator or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Plan Administrator and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Plan Administrator's or any other party in interest's rights to subsequently dispute such claim.

9. The Plan Administrator is authorized to take all actions necessary to effectuate the

relief granted in this Order in accordance with the Objection.

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Cullen D. Speckhart

COOLEY LLP

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CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

No Liability Claims

Retail Group, Inc. 20-33113 (KRH)
Thirtieth Omnibus Claims Objection
Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1	ASSOCIATED MATERIAL HANDLING INDUSTRIES, INC. DBA ASSOCIATED INTEGRATED SUPPLY CHAIN SOLUTIONS 133 NORTH SWIFT ROAD ADDISON, IL 60101	1/17/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5525	\$ 8,061.20
Reason: The invoices asserted in the proof of claim have been paid by ACH numbers 1130487, 1130753, 1130828 and 1130911 dated 01/12/2021, 02/03/2021, 02/08/2021 and 02/15/2021, respectively.						
2	BOOKER, ARNETTE U WANTED ENTERPRISE 118 OLYMPIC AVENUE BUFFALO, NY 14215	1/12/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5172	\$ 0.00
Reason: No liability exists on the Debtor's books and records on account of wages. The former employee was paid through her termination date of 11/16/2019.						
3	CHANGSHU EVERBEST IMP & EXP CO.,LTD RM:904-911, 4TH BUILDING, JIAHE PLAZA HUANGHE ROAD CHANGSHU CITY, JIANGSU PROVINCE, 215500 CHINA	9/24/2020	20-33134 (KRH)	AnnTaylor, Inc.	2418	\$ 567.85
Reason: No liability exists on the Debtor's books and records on account of this claim.						
4	CONSOLIDATED FIRE PROTECTION, INC 153 TECHNOLOGY DRIVE, SUITE 200 IRVINE, CA 92618-9261	1/15/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5431	\$ 10,992.87
Reason: Various invoice liability totaling \$1,583.78 does not exist in the Debtors' books and records.						
Invoice numbers 101328897, 101328898, 101332058, 101332086, 101332927, 101334728, 101334730, 101334866, 101335421, 101335952, 101336141, 101336841, 101338473, 101341693, 101341694, 101341695, 101341697, 101342066, 101342067, 101342068, 101342071 in the aggregate amount of \$2,359.91 represent liability of the non-debtor entity Maurice's, Inc.						
Invoice numbers 101296347, 101296354, 101326405, 101329455, 101329900, 101330511, 101330646, 101334872, 101339243, 101340948, 101341168, 101341698, 101342069, 101342070, 101342072, 101342214 in the aggregate amount of \$7,049.18 were paid via ACH via payment numbers 7797081 (dated 1/19/2021), 7797640 (dated 3/1/2021), 7797878 (dated 3/8/2021), 7797946 (dated 3/15/2021), 2000008009 (dated 1/9/2021, 1/14/2021 and 1/15/2021), 2000009125 (dated 2/20/2021), 2000009223 (dated 2/27/2021 and 10/26/2021), 2000009569 (dated 2/28/2021) and 2000010503 (dated 3/18/2021).						
5	CONVERSANT, LLC C/O TABITHA THOMANN, SENIOR COUNSEL 6021 CONNECTION DRIVE IRVING, TX 75039	1/19/2021	20-33134 (KRH)	AnnTaylor, Inc.	5470	\$ 107,424.30
Reason: Invoice numbers 1279764378, ECU0000003611, 1279764370 totaling \$76,999.30 were paid via ACH with payment numbers 2000009086 (dated 1/16/2021), 2000092769 (dated 6/14/2021) and 2000012208 (dated 1/16/2021).						
Various invoice liability totaling \$30,425.00 does not exist in the Debtors' books and records.						

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
6	COOK, DRUCILLIA 624 PLACER LN SUISUN CITY, CA 94585	8/20/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	795	\$ 268.00
	Reason: No liability exists on the Debtor's books and records on account of wages. Pursuant to the Asset Purchase Agreement by and among Ascena Retail Group, Inc. (Seller) and Premium Apparel LLC (Purchaser), the Purchaser assumed all liabilities of the Seller regarding the frozen pension plan.					
7	CRITEO CORP 387 PARK AVENUE SOUTH 11TH AND 12TH FLOOR NEW YORK, NY 10016	1/19/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5826	\$ 121,482.32
	Reason: No liability exists on the Debtor's books and records on account of invoice number 13US20114420.					
8	FULIDA GROUP HANGZHOU IMPORT AND EXPORT CO., LTD. ADDRESS: NO.2 FARM, EAST XINWAN, XIAOSHAN, HANGZHOU ZHEJIANG , 311228 CHINA	9/28/2020	20-33134 (KRH)	AnnTaylor, Inc.	2937	\$ 1,193.60
	Reason: No liability exists on the Debtor's books and records on account of this claim.					
9	HANGZHOU FUEN TEXTILE CO., LTD. ADD: JINGJIANG INDUSTRIAL PARK XIAOSHAN DISTRICT HANGZHOU CITY, 311223 CHINA	11/19/2020	20-33134 (KRH)	AnnTaylor, Inc.	4722	\$ 16,234.48
	Reason: No liability exists on the Debtors' books and records on account of invoice number FN17412G1 in the amount of \$8,117.24.					
10	HOPE STAR OVERSEAS LIMITED ADD:FLOOR 5 BAIJIAQIAO INDUSTRIAL PARK, ZHANGQING RD. ZHANGJIAGANG, JIANGSU, 215600 CHINA	10/10/2020	20-33134 (KRH)	AnnTaylor, Inc.	4380	\$ 11,118.28
	Reason: No liability exists on the Debtors' books and records. The Debtors have no record of the invoices asserted in the Proof of Claim.					
11	MYERS, CHAKARA MYERS ANDREW 25620 NORTHLINE RD TAYLOR, MI 48180-4585	4/6/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6372	\$ 1,040.00
	Reason: No liability exists on the Debtor's books and records on account of wages. The former employee was paid all wages due through the termination date of 2/25/2020.					

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
12	PRUDENTIAL SECURITY, INC. 20600 EUREKA RD., STE. 900 TAYLOR, MI 48180	1/12/2021	20-33136 (KRH)	Ascena Retail Holdings, Inc.	5178	\$ 2,313.36
Reason: Invoice number 4432012, in the amount of \$2,313.36, was paid by ACH via payment number 1130551 dated 1/12/2021.						
13	RETRIEVEX, INC. ACCESS INFORMATION MANAGEMENT ATTN: MARGARET APPLIN 500 UNICORN PARK DRIVE SUITE 503 WOBBURN, MA 01801	9/29/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	3093	\$ 24,755.28
Reason: No liability exists on the Debtors' books and records. The contract associated with this claim was assumed by the Debtors.						
14	ROSS, ERIKA 22773 ANOKA ROAD APPLE VALLEY, CA 92308	10/4/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	4284	\$ 103.25
Reason: No liability exists on the Debtors' books and records. The Claimant asserts liability which was satisfied as part of a Joint Stipulation of Class Action Settlement and Release which was approved by the Superior Court of the State of California (County of San Diego). Subsequently, the Debtors' paid the settlement amount as provided in the Settlement & Release.						
15	SEVENTH & OAK (ANNABEL OKEYA) 3120 RUTHERFORD ROAD, SUITE 351 VAUGHAN, ON L4K 0B2 CANADA	9/16/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	1603	\$ 216.00
Reason: Post-petition invoice number 106, in the amount of \$216, was paid on 6/23/2021 via payment number 200017583.						
16	SHAOXING GREENISLAND TEXTILE CO.,LTD ROOM 2201,CENTRAL BLDG KEQIAO SHAOXING, 312030 CHINA	9/16/2020	20-33122 (KRH)	Ann, Inc.	1597	\$ 781.78
Reason: No liability exists on the Debtor's books and records on account of this claim.						
17	SHENZHEN BOYANGTEX CO.,LTD. RM#11B,JINFENG BUILDING SHANGBU NAN ROAD FUTIAN DISTRICT SHENZHEN, GUANGDONG, 518031 CHINA	9/24/2020	20-33134 (KRH)	AnnTaylor, Inc.	2459	\$ 1,287.02
Reason: No liability exists on the Debtors' books and records. The Debtor's have no record of the invoices or receipt of the samples described in this claim.						

Retail Group, Inc. 20-33113 (KRH)
Thirtieth Omnibus Claims Objection
Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
18	SOGOSURVEY LLC 2291 WOOD OAK DRIVE, #300 HERNDON, VA 20171	9/1/2020	20-33170 (KRH)	Tween Brands, Inc.	1094	\$ 2,529.00
Reason: No liability exists on the Debtor's books and records. Invoice 1371 for \$2,529.00 was paid via check #50058616 dated 11/10/2020.						
19	STORED VALUE SOLUTIONS, A DIVISION OF COMDATA INC. 5301 MARYLAND WAY, SUITE 100 BRENTWOOD, TN 37027	1/15/2021	20-33112 (KRH)	DBCM Holdings, LLC	5403	\$ 65,620.84
Reason: No liability exists on the Debtor's books and records on account of this claim.						
20	STORED VALUE SOLUTIONS, A DIVISION OF COMDATA INC. 5301 MARYLAND WAY, SUITE 100 NASHVILLE, TN 37027	1/15/2021	20-33161 (KRH)	Too GC, LLC	5409	\$ 65,620.84
Reason: No liability exists on the Debtor's books and records on account of this claim.						
21	SUZHOU D&C MANUFACTURE GROUP 14F,ZHONGXIANG FINANCIAL BUILDING, NO.1060 JIAYUAN ROAD XIANGCHENG DISTRICT, SUZHOU, 215131 CHINA	9/25/2020	20-33134 (KRH)	AnnTaylor, Inc.	2637	\$ 441.35
Reason: No liability exists on the Debtor's books and records on account of this claim.						
22	WINBOND (HONG KONG) CO., LIMITED ADD: 2ND FLOOR BUILDING H, LINGNAN CREATIVE PARK NO. 583 XINJIAO CENTRAL ROAD, HAIZHU DISTRICT GUANGZHOU, GUANGDONG PROVINCE, 510220 CHINA	8/31/2020	20-33134 (KRH)	AnnTaylor, Inc.	1129	\$ 2,543.00
Reason: No liability exists on the Debtors' books and records. The Debtor's have no record of the invoices or vendor described in this claim.						
23	WOLF, NINA 2609 OAK GROVE STREET BAKERSFIELD, CA 93311	1/14/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5319	\$ 308.00
Reason: No liability exists on the Debtors' books and records. The Claimant asserts liability which was satisfied as part of a Joint Stipulation of Class Action Settlement and Release which was approved by the Superior Court of the State of California (County of San Diego). Subsequently, the Debtors' paid the settlement amount as provided in the Settlement & Release.						
24	YANGZHOU DONGSHENG WOOL CO LTD NO.12 MUYANG ROAD YANGZHOU, CHINA	9/23/2020	20-33134 (KRH)	AnnTaylor, Inc.	2153	\$ 1,714.50
Reason: No liability exists on the Debtor's books and records on account of this claim.						
TOTAL						\$ 446,617.12

Schedule 2

Substantive Duplicate Claims

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 2 - Substantive Duplicate Claims

CLAIMS TO BE DISALLOWEDREMAINING CLAIMS

	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	
1	SILVEIRA, ISABELLA 222 STROME STREET NEW ALBANY, OH 43054	01/16/21	Catherines, Inc. 20-33158 (KRH)	5499	\$ 2,400.00	SILVEIRA, ISABELLA 222 STROME STREET NEW ALBANY, OH 43054	08/06/20	Ascena Retail Group, Inc. 20-33113 (KRH)	406	\$ 5,700.00	
Reason: Claimant asserts administrative classification for pre-petition liability which duplicates the general unsecured liability for two invoices (031320 and 021420) asserted in the Remaining Claim.											
2	SOPHIA VOURDOUKIS INC 345 DENNIS STREET OCEANSIDE, NY 11572- 4313	01/15/21	Ascena Retail Group, Inc. 20-33113 (KRH)	5420	\$ 4,950.00	VOURDOUKIS, SOPHIA 345 DENNIS STREET OCEANSIDE, NY 11572	08/19/20	AnnTaylor Retail, Inc. 20-33132 (KRH)	303	\$ 9,900.00	
Reason: Claimant asserts administrative classification for pre-petition liability which duplicates the general unsecured liability asserted in the Remaining Claim.											
Total					\$ 7,350.00	Total					\$ 15,600.00

Schedule 3

Incorrect Priority Claim

Retail Group, Inc. 20-33113-KRH
Thirtieth Omnibus Claims Objection
Schedule 3 - Incorrect Priority Claim

ASSERTED CLAIMS					MODIFIED CLAIMS		
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 KINDRED SYSTEMS INC. 169 STILLMAN STREET SAN FRANCISCO, CA 94107	903	Ascena Retail Group, Inc.	503(b)(9)	\$21,600.00	Ascena Retail Group, Inc.	503(b)(9)	\$0.00
					Ascena Retail Group, Inc.	Unsecured	\$21,600.00
					Subtotal		\$21,600.00
Reason: The invoices asserted in the proof of claim are for pre-petition services which should be reclassified to general unsecured.							
TOTAL				\$ 21,600.00	TOTAL \$ 21,600.00		

EXHIBIT B

Redline

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**IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	Chapter 11
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RETAIL GROUP, INC., <i>et al.</i> , ¹)	Case No. 20-33113 (KRH)
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Reorganized Debtors.)	(Jointly Administered)
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**ORDER SUSTAINING THE PLAN ADMINISTRATOR'S THIRTIETH
OMNIBUS OBJECTION TO CLAIMS
(~~NO LIABILITY CLAIMS AND
SUBSTANTIVE DUPLICATE CLAIMS~~)**

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Upon the objection (the "Objection")² of Jackson Square Advisors LLC, in its capacity as the Plan Administrator of the above-captioned reorganized debtors ~~and debtors in possession~~ (collectively, the "Debtors"), for entry of an order (this "Order"), modifying disallowing and expunging the ~~portion of each Proof~~Proofs of Claim set forth on Schedules 1–23 attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated

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² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection [Docket No. ~~—~~2332].

August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Plan Administrator's notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The No Liability Claims set forth on the attached **Schedule 1** are hereby disallowed and expunged in their entirety.
3. The Substantive Duplicate Claims identified in the column titled "Claims to be Disallowed" on the attached **Schedule 2** are hereby disallowed and expunged in their entirety; *provided* that this Order will not affect the Proofs of Claim identified on **Schedule 2** attached hereto in the column titled "Remaining Claims."

4. The Incorrect Priority Claim set forth on the attached **Schedule 3** is hereby modified as to the priority status as identified in the column titled "Modified Claims" in **Schedule 3** to this Order. All parties' rights are reserved with respect to the Modified Claims, including the GUC Trust's right to object to the unsecured amounts identified on **Schedule 3**.

4.5. The Plan Administrator's objection to the Disputed Claims addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This

Order shall be deemed a separate order with respect to each claim. Any stay of this Order pending appeal by any claimant subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

5.6. Nothing in this Order shall affect the Plan Administrator's right to object to any of the Remaining Claims or any other Proofs of Claim at a future date.

6.7. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

7.8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor entity; (b) a waiver of the Plan Administrator's or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Plan Administrator's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Plan Administrator or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Plan Administrator and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Plan Administrator's or any other party in interest's rights to subsequently dispute such claim.

8-9. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

9-10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Cullen D. Speckhart

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Counsel to the Plan Administrator

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

No Liability Claims

Retail Group, Inc. 20-33113 (KRH)

Thirtieth Omnibus Claims Objection

Schedule 1 - No Liability Claims - REDLINE

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
1	ASSOCIATED MATERIAL HANDLING INDUSTRIES, INC. DBA ASSOCIATED INTEGRATED SUPPLY CHAIN SOLUTIONS 133 NORTH SWIFT ROAD ADDISON, IL 60101	1/17/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5525	\$ 8,061.20
Reason: The invoices asserted in the proof of claim have been paid by ACH numbers 1130487, 1130753, 1130828 and 1130911 dated 01/12/2021, 02/03/2021, 02/08/2021 and 02/15/2021, respectively.						
2	BOOKER, ARNETTE U WANTED ENTERPRISE 118 OLYMPIC AVENUE BUFFALO, NY 14215	1/12/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5172^	\$ 1,700.00
Reason: No liability exists on the Debtor's books and records on account of wages. The former employee was paid through her termination date of 11/16/2019.						
^Claim also filed on the Schedule 1 to the Twenty-Eighth Omnibus Claims Objection for Late-Filed Claims						
3	CHANGSHU EVERBEST IMP & EXP CO.,LTD RM:904-911, 4TH BUILDING, JIAHE PLAZA HUANGHE ROAD CHANGSHU CITY, JIANGSU PROVINCE, 215500 CHINA	9/24/2020	20-33134 (KRH)	AnnTaylor, Inc.	2418	\$ 567.85
Reason: No liability exists on the Debtor's books and records on account of this claim.						
4	CONSOLIDATED FIRE PROTECTION, INC 153 TECHNOLOGY DRIVE, SUITE 200 IRVINE, CA 92618-9261	1/15/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5431	\$ 10,992.87
Reason: Various invoice liability totaling \$1,583.78 does not exist in the Debtors' books and records.						
Invoice numbers 101328897, 101328898, 101332058, 101332086, 101332927, 101334728, 101334730, 101334866, 101335421, 101335952, 101336141, 101336841, 101338473, 101341693, 101341694, 101341695, 101341697, 101342066, 101342067, 101342068, 101342071 in the aggregate amount of \$2,359.91 represent liability of the non-debtor entity Maurice's, Inc.						
Invoice numbers 101296347, 101296354, 101326405, 101329455, 101329900, 101330511, 101330646, 101334872, 101339243, 101340948, 101341168, 101341698, 101342069, 101342070, 101342072, 101342214 in the aggregate amount of \$7,049.18 were paid via ACH via payment numbers 7797081 (dated 1/19/2021), 7797640 (dated 3/1/2021), 7797878 (dated 3/8/2021), 7797946 (dated 3/15/2021), 2000008009 (dated 1/9/2021, 1/14/2021 and 1/15/2021), 2000009125 (dated 2/20/2021), 2000009223 (dated 2/27/2021 and 10/26/2021), 2000009569 (dated 2/28/2021) and 2000010503 (dated 3/18/2021).						

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
5	CONVERSANT, LLC C/O TABITHA THOMANN, SENIOR COUNSEL 6021 CONNECTION DRIVE IRVING, TX 75039	1/19/2021	20-33134 (KRH)	AnnTaylor, Inc.	5470	\$ 107,424.30
Reason: Invoice numbers 1279764378, ECU0000003611, 1279764370 totaling \$76,999.30 were paid via ACH with payment numbers 2000009086 (dated 1/16/2021), 2000092769 (dated 6/14/2021) and 2000012208 (dated 1/16/2021).						
Various invoice liability totaling \$30,425.00 does not exist in the Debtors' books and records.						
6	COOK, DRUCILLIA 624 PLACER LN SUISUN CITY, CA 94585	8/20/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	795	\$ 268.00
Reason: No liability exists on the Debtor's books and records on account of wages. Pursuant to the Asset Purchase Agreement by and among Ascena Retail Group, Inc. (Seller) and Premium Apparel LLC (Purchaser), the Purchaser assumed all liabilities of the Seller regarding the frozen pension plan.						
7	CRITEO CORP 387 PARK AVENUE SOUTH 11TH AND 12TH FLOOR NEW YORK, NY 10016	1/19/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5826	\$ 121,482.32
Reason: No liability exists on the Debtor's books and records on account of invoice number 13US20114420.						
8	FULIDA GROUP HANGZHOU IMPORT AND EXPORT CO., LTD. ADDRESS: NO.2 FARM, EAST XINWAN, XIAOSHAN, HANGZHOU ZHEJIANG , 311228 CHINA	9/28/2020	20-33134 (KRH)	AnnTaylor, Inc.	2937	\$ 1,193.60
Reason: No liability exists on the Debtor's books and records on account of this claim.						
9	HANGZHOU FUEN TEXTILE CO., LTD. ADD: JINGJIANG INDUSTRIAL PARK XIAOSHAN DISTRICT HANGZHOU CITY, 311223 CHINA	11/19/2020	20-33134 (KRH)	AnnTaylor, Inc.	4722	\$ 16,234.48
Reason: No liability exists on the Debtors' books and records on account of invoice number FN17412G1 in the amount of \$8,117.24.						
10	HOPE STAR OVERSEAS LIMITED ADD:FLOOR 5 BAIJIAQIAO INDUSTRIAL PARK, ZHANGQING RD. ZHANGJIAGANG, JIANGSU, 215600 CHINA	10/10/2020	20-33134 (KRH)	AnnTaylor, Inc.	4380	\$ 11,118.28
Reason: No liability exists on the Debtors' books and records. The Debtors have no record of the invoices asserted in the Proof of Claim.						

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
11	KINDRED SYSTEMS INC. 169 STILLMAN STREET SAN FRANCISCO, CA 94107	8/24/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	903	\$ 21,600.00
	Reason: No liability exists on the Debtors' books and records. The Debtor has no record of the Claimant as a vendor nor does it have any record of the invoices asserted by the Claimant.					
12	MYERS, CHAKARA MYERS ANDREW 25620 NORTHLINE RD TAYLOR, MI 48180-4585	4/6/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	6372	\$ 1,040.00
	Reason: No liability exists on the Debtor's books and records on account of wages. The former employee was paid all wages due through the termination date of 2/25/2020.					
13	PRUDENTIAL SECURITY, INC. 20600 EUREKA RD., STE. 900 TAYLOR, MI 48180	1/12/2021	20-33136 (KRH)	Ascena Retail Holdings, Inc.	5178	\$ 2,313.36
	Reason: Invoice number 4432012, in the amount of \$2,313.36, was paid by ACH via payment number 1130551 dated 1/12/2021.					
14	RETRIEVEX, INC. ACCESS INFORMATION MANAGEMENT ATTN: MARGARET APPLIN 500 UNICORN PARK DRIVE SUITE 503 WOBBURN, MA 01801	9/29/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	3093	\$ 24,755.28
	Reason: No liability exists on the Debtors' books and records. The contract associated with this claim was assumed by the Debtors.					
15	ROSS, ERIKA 22773 ANOKA ROAD APPLE VALLEY, CA 92308	10/4/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	4284	\$ 103.25
	Reason: No liability exists on the Debtors' books and records. The Claimant asserts liability which was satisfied as part of a Joint Stipulation of Class Action Settlement and Release which was approved by the Superior Court of the State of California (County of San Diego). Subsequently, the Debtors' paid the settlement amount as provided in the Settlement & Release.					
16	SEVENTH & OAK (ANNABEL OKEYA) 3120 RUTHERFORD ROAD, SUITE 351 VAUGHAN, ON L4K 0B2 CANADA	9/16/2020	20-33113 (KRH)	Ascena Retail Group, Inc.	1603	\$ 216.00
	Reason: Post-petition invoice number 106, in the amount of \$216, was paid on 6/23/2021 via payment number 200017583.					
17	SHAOXING GREENISLAND TEXTILE CO.,LTD ROOM 2201,CENTRAL BLDG KEQIAO SHAOXING, 312030 CHINA	9/16/2020	20-33122 (KRH)	Ann, Inc.	1597	\$ 781.78
	Reason: No liability exists on the Debtor's books and records on account of this claim.					

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 1 - No Liability Claims

	NAME	DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
18	SHENZHEN BOYANGTEX CO.,LTD. RM#11B,JINFENG BUILDING SHANGBU NAN ROAD FUTIAN DISTRICT SHENZHEN, GUANGDONG, 518031 CHINA	9/24/2020	20-33134 (KRH)	AnnTaylor, Inc.	2459	\$ 1,287.02
Reason: No liability exists on the Debtors' books and records. The Debtor's have no record of the invoices or receipt of the samples described in this claim.						
19	SOGOSURVEY LLC 2291 WOOD OAK DRIVE, #300 HERNDON, VA 20171	9/1/2020	20-33170 (KRH)	Tween Brands, Inc.	1094	\$ 2,529.00
Reason: No liability exists on the Debtor's books and records. Invoice 1371 for \$2,529.00 was paid via check #50058616 dated 11/10/2020.						
20	STORED VALUE SOLUTIONS, A DIVISION OF COMDATA INC. 5301 MARYLAND WAY, SUITE 100 BRENTWOOD, TN 37027	1/15/2021	20-33112 (KRH)	DBCM Holdings, LLC	5403	\$ 65,620.84
Reason: No liability exists on the Debtor's books and records on account of this claim.						
21	STORED VALUE SOLUTIONS, A DIVISION OF COMDATA INC. 5301 MARYLAND WAY, SUITE 100 NASHVILLE, TN 37027	1/15/2021	20-33161 (KRH)	Too GC, LLC	5409	\$ 65,620.84
Reason: No liability exists on the Debtor's books and records on account of this claim.						
22	SUZHOU D&C MANUFACTURE GROUP 14F,ZHONGXIANG FINANCIAL BUILDING, NO.1060 JIAYUAN ROAD XIANGCHENG DISTRICT, SUZHOU, 215131 CHINA	9/25/2020	20-33134 (KRH)	AnnTaylor, Inc.	2637	\$ 441.35
Reason: No liability exists on the Debtor's books and records on account of this claim.						
23	WINBOND (HONG KONG) CO., LIMITED ADD: 2ND FLOOR BUILDING H, LINGNAN CREATIVE PARK NO. 583 XINJIAO CENTRAL ROAD, HAIZHU DISTRICT GUANGZHOU, GUANGDONG PROVINCE, 510220 CHINA	8/31/2020	20-33134 (KRH)	AnnTaylor, Inc.	1129	\$ 2,543.00
Reason: No liability exists on the Debtors' books and records. The Debtor's have no record of the invoices or vendor described in this claim.						
24	WOLF, NINA 2609 OAK GROVE STREET BAKERSFIELD, CA 93311	1/14/2021	20-33113 (KRH)	Ascena Retail Group, Inc.	5319	\$ 308.00
Reason: No liability exists on the Debtors' books and records. The Claimant asserts liability which was satisfied as part of a Joint Stipulation of Class Action Settlement and Release which was approved by the Superior Court of the State of California (County of San Diego). Subsequently, the Debtors' paid the settlement amount as provided in the Settlement & Release.						

Retail Group, Inc. 20-33113 (KRH)
Thirtieth Omnibus Claims Objection
Schedule 1 - No Liability Claims

NAME		DATE FILED	CASE NUMBER	DEBTOR	CLAIM #	ASSERTED CLAIM AMOUNT
25	YANGZHOU DONGSHENG WOOL CO LTD NO.12 MUYANG ROAD YANGZHOU, CHINA	9/23/2020	20-33134 (KRH)	AnnTaylor, Inc.	2153	\$ 1,714.50
Reason: No liability exists on the Debtor's books and records on account of this claim.						
TOTAL						\$ 469,917.12 \$446,617.12

Schedule 2

Substantive Duplicate Claims

Retail Group, Inc. 20-33113 (KRH)
 Thirtieth Omnibus Claims Objection
 Schedule 2 - Substantive Duplicate Claims

CLAIMS TO BE DISALLOWEDREMAINING CLAIMS

	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	
1	SILVEIRA, ISABELLA 222 STROME STREET NEW ALBANY, OH 43054	01/16/21	Catherines, Inc. 20-33158 (KRH)	5499	\$ 2,400.00	SILVEIRA, ISABELLA 222 STROME STREET NEW ALBANY, OH 43054	08/06/20	Ascena Retail Group, Inc. 20-33113 (KRH)	406	\$ 5,700.00	
Reason: Claimant asserts administrative classification for pre-petition liability which duplicates the general unsecured liability for two invoices (031320 and 021420) asserted in the Remaining Claim.											
2	SOPHIA VOURDOUKIS INC 345 DENNIS STREET OCEANSIDE, NY 11572-4313	01/15/21	Ascena Retail Group, Inc. 20-33113 (KRH)	5420	\$ 4,950.00	VOURDOUKIS, SOPHIA 345 DENNIS STREET OCEANSIDE, NY 11572	08/19/20	AnnTaylor Retail, Inc. 20-33132 (KRH)	303	\$ 9,900.00	
Reason: Claimant asserts administrative classification for pre-petition liability which duplicates the general unsecured liability asserted in the Remaining Claim.											
Total					\$ 7,350.00	Total					\$ 15,600.00

Schedule 3

Incorrect Priority Claim

Retail Group, Inc. 20-33113 (KRH)
Thirtieth Omnibus Claims Objection
Schedule 3 - Incorrect Priority Claim

		ASSERTED CLAIMS			MODIFIED CLAIMS		
NAME	CLAIM#	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1	KINDRED SYSTEMS INC. 169 STILLMAN STREET SAN FRANCISCO, CA 94107	Ascena Retail Group, Inc.	503(b)(9)	\$21,600.00	Ascena Retail Group, Inc.	503(b)(9)	\$0.00
					Ascena Retail Group, Inc.	Unsecured	\$21,600.00
					Subtotal		\$21,600.00
Reason: The invoices asserted in the proof of claim are for pre-petition services which should be reclassified to general unsecured.							
		TOTAL		\$ 21,600.00	TOTAL		\$ 21,600.00